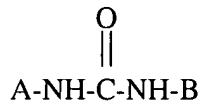
This listing of claims will replace all prior versions, and listings, of claims in the application:

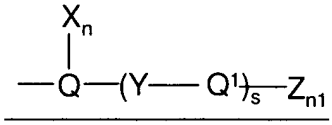
Listing of Claims:

1. (Currently Amended) A method for the treatment of rheumatoid arthritis, comprising administering a compound of formula I



I

wherein B is



wherein Y is selected from the group consisting of –O-, -S-, -CH_2-, -SCH_2-, -CH_2S-, -CH(OH)-, -C(O)-, -CX^a_2, -CX^aH-, -CH_2O- and -OCH_2-, where X^a is halogen,

Q is a six member aromatic structure containing 0–2 nitrogen, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution, and

~~wherein B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n;~~

wherein n is 0-~~2~~3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, -C(O)$NR^5R^{5'}$, -C(O)R^5, $-NO_2$, $-OR^5$, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_1-C_{10} alkoxy, substituted C_3-C_{10} cycloalkyl, substituted

C_4-C_{23} alkheteroaryl and -Y-Ar;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

~~wherein Y is -O-, -S-, $-N(R^5)-$, $-(CH_2)_m-$, -C(O)-, -CH(OH)-, $-(CH_2)_mO-$, $-(CH_2)_mS-$, $-(CH_2)_mN(R^5)-$, $-O(CH_2)_m-$, $-CHX^a-$, $-NR^5C(O)NR^5R^{5'}-$, $-NR^5C(O)-$, $-C(O)NR^5-$, $-CX^a_2-$, $-S(CH_2)_m-$ and $-N(R^5)(CH_2)_m-$,~~

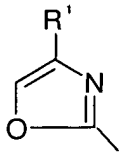
~~m = 1-3, and X^a is halogen~~; and

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, -C(O)- NR^5, $-NO_2$, =O, $-OR^5$, - SR^5, - $NR^5R^{5'}$, $-C(O)R^5$, $-SO_2R^5$, $-SO_2NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^{5'}$,$-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C-C_{10} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl.

2.-3. (Cancelled)

4. (Currently Amended) A method as in claim 1~~3~~, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, or -Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

Z and X are independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, C_3-C_6-cycloalkyl and C_6-C_{10}-aryl, wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

5-7. (Cancelled)

8. (Previously Presented) A method as in claim 1, wherein R^1 is t-butyl.

9-27. (Cancelled)

28. (Previously Presented) A method as in claim 1, wherein the compound for formula

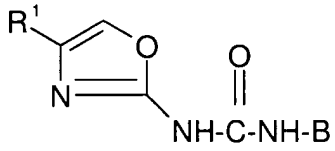
I displays p38 IC_{50}'s of less than 10 μm as determined by an in-vitro p38 kinase inhibition assay.

29. (Cancelled)

30. (Previously Presented) A method according to claim 1, comprising administering an amount of a compound of formula I effective to inhibit p38.

31-37. (Cancelled)

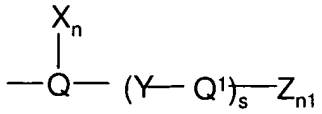
38. (Currently Amended) A method as in claim 1 comprising administering a compound of the
formula



wherein R^1 is t-butyl and B ~~are~~is as defined in claim 1.

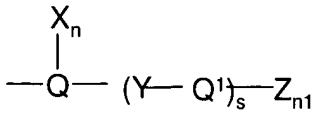
39-43. (Cancelled)

44. (Previously Presented) A method as in claim 1, wherein B is of the formula



wherein Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, $-CH_2S-$, $-SCH_2-$, $-CH_2O-$, $-OCH_2-$ or $-CH_2-$, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 , n = 0 or 1, s = 1 and n1 = 0-1.

45. (Previously Presented) A method as in claim 38, wherein B is of the formula



Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, -C(O)- or $-CH_2-$, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 n = 0 or 1, s = 0 or 1 and n1 = 0 or 1.

46-49. (Cancelled)

50. (Previously Presented) A method as in claim 1, wherein B is

a) phenyl, pyridinyl, naphthyl, quinolinyl or isoquinolinyl, substituted by -Y-Ar and optionally substituted by

-halogen up to per-halosubstitution,

-C_1-C_4 alkyl,

-up to per-halosubstituted C_1-C_4 alkyl, or

- a combination thereof,

wherein Y and Ar are as defined in claim 1;

b) thienyl substituted by methyl; or

c) indolyl substituted by phenyl or pyridyl.

51. (Previously Presented) A method as in claim 1, wherein B is phenyl or pyridinyl substituted by -Y-Ar and optionally substituted by

-halogen ,up to per-halosubstitution,

-C_1-C_4 alkyl,

-up to per-halosubstituted C_1-C_4 alkyl, or

- a combination thereof,

wherein Y and Ar are as defined in claim 1.

52-54. (Cancelled)

55. (Previously Presented) A method according to claim 1, wherein R^1 is selected from the group consisting of halogen, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl.

56-57. (Cancelled)

58. (Currently Amended) A method for the treatment of rheumatoid arthritis comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of formula I in claim 1.